FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR INIFORM LIMITED OFFERING EXCEPTION

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OMB APPROVAL

OMB Number: 3235-0076 Expires: December 31, 1993

Estimated average burden

	SEC US	EONLY
Prefix		Serial
	DATE RE	CEIVED

UNIFORM LIN	HIED OFFER	ING EXCEPT	ION		
Name of Offering (check if this is an amendment and name has	changed, and indicate ch	ange.) Series B Prefer	red Stock Offering		
Filing Under (Check box(es) that apply): Rule 504	Rule 505	Rule 506	Section 4(6)	ULOE	
Type of Filing: New Filing	Amendment				
A. B.	ASIC IDENTIFICATIO	ON DATA			
1. Enter the information requested about the issuer		· · · · · · · · · · · · · · · · · · ·			
Name of Issuer (check if this is an amendment and name Intesource, Inc.	has changed, and indica	te change.)	04009	592	
Address of Executive Offices (Number and Street, City, State, Zi	in Code)	Telephone Numbe	er (Including Area Code)	2000	·^^_
Addies of Executive Offices (Value and Dates) Only, State,	,		(PROCE	.55EL
2850 East Camelback Road, Suite 110, Phoenix, AZ 850)16	(480) 445-220	0	WWD 00	- 1001 .
Address of Principal Business Operations (Number and Street, City, (if different from Executive Offices)	State, Zip Code)	Telephone Number	er (Including Area Code)	MAR 03	2004
(if unifical non-executive offices)				THOMS	ON
Brief Description of Business					40
Intesource, Inc. works with large national and regional grocers auctions.	and wholesalers to cre	ate customized web	-based procurement so	olutions and reverse	
Type of Business Organization					
☐ limited partnership, a	already formed 🔲 o	ther (please specify):			
business trust limited partnership, t	o be formed			1	
Actual or Estimated Date of Incorporation or Organization:	Month 0 7	لللل	0 🛭 Actual	Estimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Po CN for Canada; FN for other for		i for state:		D	E
GENERAL INSTRUCTIONS					
Federal:					
Who Must File: All issuers making an offering of securities in reliance on an exempti	ion under Regulation D or Se	ction 4(6), 17 C.F.R. 230.:	501 et seq. or 15 U.S.C. 77d	(6).	
When To File: A notice must be filed no later than 15 days after the first sale of second the date it is received by the SEC at the address given below or, if received at the address.	urities in the offering. A noti it address after the date on w	ce is deemed filed with the hich it is due, on the date	e U.S. Securities and Exchar it was mailed by United Stat	nge Commission (SEC) on tes registered or certified m	the earlier sail to that
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., W	/ashington, D.C. 20549.				
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of bear typed or printed signatures.	which must be manually sig	ned. Any copies not man	ually signed must be photoco	opies of the manually signe	d copy or
Information Required: A new filing must contain all information requested. Amend any material changes from the information previously supplied in Parts A and B. Part			ing, any changes thereto, the	information requested in P	art C, and
Filing Fee: There is no federal filing fee					

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

·					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Scafine, Tony					
Business or Residence Adda	ress (Number and	Street, City, State, Zip Cod	e)		
2850 East Camelback Road	, Phoenix, AZ 85	016			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)	,			
Smith, Brian					•
Business or Residence Adda	ress (Number and	Street, City, State, Zip Cod	e)		
2850 East Camelback Road	, Suite 110, Phoe	nix, AZ 85016			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Dominion Fund V					
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	e)		
1656 North California Blvd	Suite 300 Walni	ut Creek, CA 94596	•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				zramging a more
Grayhawk Venture Fund I,	í Þ		- ,		
Business or Residence Add		Street, City, State, Zip Cod	le)		
5050 N. 40 th Street, Suite 3	10 Phoenix A7 S	85018			
Check Box(es) that Apply:		Beneficial Owner		Director	General and/or
					Managing Partner
Full Name (Last name first,	if individual)				
Lunny, Robert					
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	le)		
2850 East Camelback Road	, Suite 110, Phoer	nix, AZ 85016			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Donoghue, Kevin	· 	 			
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	le)		•
2850 East Camelback Road	Suite 110, Phoen	ix, AZ 85016			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Solar, Richard					
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	le)		
2850 East Camelback Road	l, Suite 110 Phoen	ix, AZ 85016			

•				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer ☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)		,	
Peninsula Equity Partners S	BIC L.P.			
Business or Residence Addr	ess (Number and	Street, City, State, Zip Coo	de)	
3000 Sand Hill Road, Build	ing 3, Suite 125,	Menlo Park, CA 94025		<u> </u>

·				<u> </u>	3. INFO	RMATIO	N ABOU	T OFFER	UNG			
. Has the	issuer sol	d, or doe	s the issu							?	Г] Yes ⊠ No
					2, if filing				01.0111.2	, , , , , , , , , , , , , , , , , , , ,	_	J
2. What is			•		~			1?			•	£145 10
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					_							Yes 🗌 No
indirectl securitie registere five (5)	y, any co s in the d with the persons	mmissior offering. ne SEC a	or simil If a per nd/or wit ted are a	ar remundson to be the a state associated	eration for listed is or states,	solicitati an associ list the r	on of pure lated pers name of the	ill be paid chasers in o on or ager ne broker o or dealer,	connection at of a bro or dealer.	with sale oker or de If more	es of ealer than	
ull Name (I	ast name	e first, if i	ndividua	l)			···········					
	N/A											
Business or I			(Numbe	r and Str	eet, City, S	State, Zip	Code)	····				
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (I	.ast name	e first, if i	ndividua	1)								
Business or I	Residence	e Address	(Numbe	r and Str	eet, City, S	State, Zip	Code)					
Name of Ass	ociated I	Broker or	Dealer		· ··-							
States in Wh	ich Perso	n Listed	Has Solic	ited or Ir	itends to S	olicit Pur	chasers					
		tes" or ch										All States
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE]	[NV] [SD]	[NH] [TN]	[NJ] [TY]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	(OR)	[PA]
Full Name (I				[TX] l)	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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Business or I	zesidenci	t Audress	s (INUMDE	r and Str	et, City, S	state, Lip	Code)					
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tot) [tarr]	(LATE)	[[4,4]	נואידן [נאנדן	(ניני) (ניני)	(11111) [14141]	נאנן נידיאנן	[NC]	נאטן	nun	[OK]	[OK]	(PA)

[TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	<u> </u>	
1.	Enter the aggregate offering price of securities in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange		\$ 1	,900,002.60
~	and already exchanged.			
T	ype of Security ☐ Common ☒ Preferred	Aggregate Offering Price	A	Amount Aiready Sold
D	ebt	\$0	\$ <u>0</u>	
	quity	\$1,900,002.60	\$ 1	<u>,900,002.60</u>
ב	Convertible Securities (including warrants)	\$0	<u>\$0</u>	·
	Partnership Interests	\$0	\$ <u>0</u>	l
	Other (Specify)	\$0	\$0	
	Total	\$1,900,002.60	<u>\$1</u>	,900,002.60
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
		Number Investors		Aggregate ollar Amount of Purchases
٨	ccredited Investors	9	\$1	,900,002.60
_	on-accredited Investors		\$0	
1,	Total (for filings under Rule 504 only)	N/A	_)
	Answer also in Appendix, Column 4 if filing under ULOE			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
		Type of Security	Ľ	Oollar Amount Sold
	Type of Offering			
	Rule 505	<u>N/A</u>		<u>V/A</u>
	Regulation A	<u>N/A</u>		N/A
	Rule 504	<u>N/A</u>		<u> </u>
	Total		\$_	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
		-	_	_
	Transfer Agent's Fees] \$(
	Printing and Engraving Costs	<u>]</u>] \$(
	Legal Fees	 [] \$9	
	Engineering Fees		☐ \$ <u>9</u>	
	Sales Commissions (specify finders' fees separately)		\$ <u></u>	
	Other Expenses (identify):	j		
	Total		\$	40,000.00

b. Enter the difference between the aggregate offering price given in response to Part C-Questic expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gros issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be upurposes shown. If the amount for any purpose is not known, furnish an estimate and check the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer s Part C – Question 4.b above. Salaries and fees	ss proceeds to the seed for each of the e box to the left of the set forth in response to Payments to Officers, Directors, & Affiliates \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$		\$1,860,002.60 Payments to Other \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$
Salaries and fees	Payments to Officers, Directors, & Affiliates \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$		\$0 \$0 \$0 \$0 \$0 \$0 \$1,860,002.60 \$1,860,002.60
Purchase of real estate	Officers, Directors, & Affiliates \$0		\$0 \$0 \$0 \$0 \$0 \$0 \$1,860,002.60 \$1,860,002.60
Purchase of real estate	\$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0		\$0 \$0 \$0 \$0 \$0 \$1,860,002.60 \$1,860,002.60
Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Fotal Payments Listed (column totals added) D. FEDERAL SIGNATURE Fissuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 Signature Signature Acquisition or leasing and installation of machinery and equipment D. FEDERAL SIGNATURE Signature Signature Acquisition or leasing of plant buildings and facilities Lacquisition of the value of securities involved in this offering the value of securities involv	\$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0		\$0 \$0 \$0 \$\$ \$1,860,002.60 \$0 \$1,860,002.60
Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Fotal Payments Listed (column totals added) D. FEDERAL SIGNATURE Essuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 suer (Print or Type) Signature Acquisition of other businesses (including the value of securities involved in this offering the success of another issuer pursuant to paragraph (b)(2) of Rule 502.4 Suer (Print or Type) Signature Acquisition of this offering the value of securities involved in this offering the value of securities of another issuer pursuant to a mother issuer to the value of securities of another issuer pursuant to a mother issuer to securities of another issuer pursuant to a mother issuer to securities of another issuer pursuant to a mother issuer to securities of another issuer pursuant to a mother issu	\$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$1.8		\$0 \$0 \$\$ \$1,860,002.60 \$0\$ \$1,860,002.60
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness. Working capital. Other (specify): Column Totals. Total Payments Listed (column totals added). D. FEDERAL SIGNATURE Sissuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 Suer (Print or Type) Signature Acquisition of other businesses (including the value of securities involved in this offering that was a securities of another issuer pursuant to paragraph (b)(2) of Rule 502.4	\$0		\$0\$ \$\$1,860,002.60 \$0\$ \$1,860,002.60
Offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness. Working capital. Other (specify): Column Totals. Total Payments Listed (column totals added). D. FEDERAL SIGNATURE Existing the issuer to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 Suer (Print or Type) Signature About furnish the securities of another issuer for the assets of another issuer function and the securities of another issuer for the assets of another issuer function and the assets of another function and th	\$0 \$0 \$0 \$0 \$0 \$1.8		\$\$1,860,002.60 \$0\$1,860,002.60
Working capital Other (specify): Column Totals. Total Payments Listed (column totals added). D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 suer (Print or Type) Signature Signature Abbett functional capital and content to the cont	\$0 \$0 \$0 \$0 \$1.8		\$1,860,002.60 \$0 \$1,860,002.60
Working capital Other (specify): Column Totals. Total Payments Listed (column totals added). D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 suer (Print or Type) Signature Signature Abbett functional capital and content to the cont	\$0 \$0 \$1.8		\$ <u>0</u> \$ <u>1,860,002.60</u>
Column Totals] \$ <u>0</u> 🛛 \$ 1.8		\$1,860,002.60
D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 suer (Print or Type) Signature Signature Signature	🛭 <u>\$1.8</u>		
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issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission is shed by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 suer (Print or Type) Signature Signature Attachment		60,002.	60
issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 suer (Print or Type) Signature Signature Attachment of the content of the c	notice is filed under P		
stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissionished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.4 suer (Print or Type) Attesource, Inc.	notice is filed under D		
ntesource, Inc. Lobert Fu		est of it	
		Date	21
ame of Signer (Print or Type) Title of Signer (Print or Type)		Februa	ary <u>24</u> , 2004
I	•		
obert Lunny Secretary			
	`		
ATTENTION			

·	E. S	STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f provisions of such rule?			
	See Appendix	x, Column 5, for state resp	oonse.	
2.	The undersigned issuer hereby undertakes to furnish to Form D (17 CFR 239.500) at such times as required by st		of any state in which	this notice is filed, a notice on
3.	The undersigned issuer hereby undertakes to furnish to the to offerees.	ne state administrators, up	on written request, in	formation furnished by the issuer
4.	The undersigned issuer represents that the issuer is famili. Offering Exemption (ULOE) of the state in which this exemption has the burden of establishing that these conditions that the conditions is the state of the conditions of the conditions are the conditions of the conditions	notice is filed and under		
	he issuer has read this notification and knows the content indersigned duly authorized person.	ts to be true and has dul	y caused this notice to	o be signed on its behalf by the
Is	ssuer (Print or Type)	Signature	0	Date
Iı	ntesource, Inc.	forest	Junay	February 24, 2004
N	lame (Print or Type)	Title (Print or Type)		

Secretary

Instruction:

Robert Lunny

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APP	ENDIX				
1	Intend (non-actionvestor	to sell to credited s in State -ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)			4 purchased in State (Par	t C-Item 2)	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		х	Equity ~ Series B Preferred Stock - \$445.000.79	4	\$445,000.79	0	0		х
AR									
CA		Х	Equity - Series B Preferred Stock - \$\$1,430,001.81	4	\$1,430,001.81	0	0		х
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